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and

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Proposed Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
INNKEEPERS USA TRUST	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 41-6563554	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GP AC SUBLESSEE LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 26-1925992	)	
	)	

In re:	)	Chapter 11
GRAND PRIX ADDISON (RI) LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313740	)	
In re:	)	Chapter 11
GRAND PRIX ADDISON (SS) LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313656	)	
In re:	)	Chapter 11
GRAND PRIX ALBANY LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313654	)	
In re:	)	Chapter 11
GRAND PRIX ALTAMONTE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313653	)	
In re:	)	Chapter 11
GRAND PRIX ANAHEIM ORANGE LESSEE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 32-0205925	)	

In re:	)	Chapter 11
GRAND PRIX ARLINGTON LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313651	)	
In re:	)	Chapter 11
GRAND PRIX ATLANTA (PEACHTREE CORNERS) LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313650	)	
In re:	)	Chapter 11
GRAND PRIX ATLANTA LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313649	)	
In re:	)	Chapter 11
GRAND PRIX ATLANTIC CITY LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313648	)	
In re:	)	Chapter 11
GRAND PRIX BELLEVUE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313645	)	

In re:	)	Chapter 11
GRAND PRIX BELMONT LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313643	)	
In re:	)	Chapter 11
GRAND PRIX BINGHAMTON LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313642	)	
In re:	)	Chapter 11
GRAND PRIX BOTHELL LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313641	)	
In re:	)	Chapter 11
GRAND PRIX BULFINCH LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313639	)	
In re:	)	Chapter 11
GRAND PRIX CAMPBELL / SAN JOSE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313638	)	

In re:	)	Chapter 11
GRAND PRIX CHERRY HILL LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313634	)	
In re:	)	Chapter 11
GRAND PRIX CHICAGO LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313633	)	
In re:	)	Chapter 11
GRAND PRIX COLUMBIA LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313631	)	
In re:	)	Chapter 11
GRAND PRIX DENVER LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313630	)	
In re:	)	Chapter 11
GRAND PRIX EAST LANSING LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313741	)	

In re:	)	Chapter 11
GRAND PRIX EL SEGUNDO LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313707	)	
In re:	)	Chapter 11
GRAND PRIX ENGLEWOOD / DENVER SOUTH LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313701	)	
In re:	)	Chapter 11
GRAND PRIX FIXED LESSEE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 35-2299979	)	
In re:	)	Chapter 11
GRAND PRIX FLOATING LESSEE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 30-0424290	)	
In re:	)	Chapter 11
GRAND PRIX FREMONT LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313703	)	

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In re:	)	Chapter 11
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GRAND PRIX FT. LAUDERDALE LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313705	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX FT. WAYNE LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313704	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX GAITHERSBURG LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313709	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX GENERAL LESSEE LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 38-3759182	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX GERMANTOWN LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313711	)	
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In re:	)	Chapter 11
GRAND PRIX GRAND RAPIDS LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313713	)	
In re:	)	Chapter 11
GRAND PRIX HARRISBURG LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313716	)	
In re:	)	Chapter 11
GRAND PRIX HOLDINGS LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 41-2239317	)	
In re:	)	Chapter 11
GRAND PRIX HORSHAM LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313728	)	
In re:	)	Chapter 11
GRAND PRIX IHM, INC.	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1027254	)	



In re:	)	
GRAND PRIX INDIANAPOLIS LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313719	)	Case No. 10-_____( )
	)	
In re:	)	Chapter 11
GRAND PRIX ISLANDIA LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313720	)	
	)	
In re:	)	Chapter 11
GRAND PRIX LAS COLINAS LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313722	)	
	)	
In re:	)	Chapter 11
GRAND PRIX LEXINGTON LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313725	)	
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In re:	)	Chapter 11
GRAND PRIX LIVONIA LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313730	)	

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In re:	)	Chapter 11
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GRAND PRIX LOMBARD LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
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Tax I.D. No. 65-1313696	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX LOUISVILLE (RI) LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313700	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX LYNNWOOD LLC	)	Case No. 10-_____( )
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Debtor.	)	
	)	
Tax I.D. No. 65-1313702	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER FIXED, LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
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Tax I.D. No. 36-4610252	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER	)	Case No. 10-_____( )
FLOATING, LLC	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 32-0205924	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER	)	Case No. 10-_____( )
FLOATING 2, LLC	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 35-2299972	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER TERM LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 30-0424285	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX MONTVALE LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313706	)	
	)	

In re:	)	Chapter 11
GRAND PRIX MORRISTOWN LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313738	)	
In re:	)	Chapter 11
GRAND PRIX MOUNTAIN VIEW LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313737	)	
In re:	)	Chapter 11
GRAND PRIX MT. LAUREL LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313735	)	
In re:	)	Chapter 11
GRAND PRIX NAPLES LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313734	)	
In re:	)	Chapter 11
GRAND PRIX ONTARIO LESSEE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 35-2299976	)	

In re:	)	Chapter 11
GRAND PRIX ONTARIO LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313733	)	
In re:	)	Chapter 11
GRAND PRIX PORTLAND LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313732	)	
In re:	)	Chapter 11
GRAND PRIX RICHMOND (NORTHWEST) LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313731	)	
In re:	)	Chapter 11
GRAND PRIX RICHMOND LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313729	)	
In re:	)	Chapter 11
GRAND PRIX RIGG LESSEE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 37-1544960	)	

In re:	)	Chapter 11
GRAND PRIX RIMV LESSEE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 30-0424287	)	
In re:	)	Chapter 11
GRAND PRIX ROCKVILLE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 26-0492496	)	
In re:	)	Chapter 11
GRAND PRIX SADDLE RIVER LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313726	)	
In re:	)	Chapter 11
GRAND PRIX SAN JOSE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313724	)	
In re:	)	Chapter 11
GRAND PRIX SAN MATEO LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313723	)	

In re:	)	Chapter 11
GRAND PRIX SCHAUMBURG LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313721	)	
In re:	)	Chapter 11
GRAND PRIX SHELTON LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313718	)	
In re:	)	Chapter 11
GRAND PRIX SILI I LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313714	)	
In re:	)	Chapter 11
GRAND PRIX SILI II LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313712	)	
In re:	)	Chapter 11
GRAND PRIX TERM LESSEE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 38-3759180	)	

In re:	)	
GRAND PRIX TROY (CENTRAL) LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 75-3249061	)	Case No. 10-_____( )
	)	
In re:	)	Chapter 11
GRAND PRIX TROY (SE) LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 75-3249062	)	
	)	
In re:	)	Chapter 11
GRAND PRIX TUKWILA LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 75-3249063	)	
	)	
In re:	)	Chapter 11
GRAND PRIX WEST PALM BEACH LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 75-3249065	)	
	)	
In re:	)	Chapter 11
GRAND PRIX WESTCHESTER LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313694	)	



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In re:	)	Chapter 11
	)	
GRAND PRIX WILLOW GROVE LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313697	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX WINDSOR LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313698	)	
	)	
	)	
In re:	)	Chapter 11
	)	
GRAND PRIX WOBURN LLC	)	Case No. 10-_____( )
	)	
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313699	)	
	)	
	)	
In re:	)	Chapter 11
	)	
INNKEEPERS FINANCIAL CORPORATION	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 04-3750715	)	
	)	
	)	
In re:	)	Chapter 11
	)	
INNKEEPERS USA LIMITED PARTNERSHIP	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-0493956	)	
	)	

In re:	)	Chapter 11
KPA HI ONTARIO LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 20-5446939	)	
In re:	)	Chapter 11
KPA HS ANAHEIM, LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 20-5410302	)	
In re:	)	Chapter 11
KPA LEASECO HOLDING INC.	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 20-2162887	)	
In re:	)	Chapter 11
KPA LEASECO, INC.	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1177426	)	
In re:	)	Chapter 11
KPA RIGG, LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 20-5446706	)	

In re:	)	Chapter 11
KPA RIMV, LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 20-5446804	)	
In re:	)	Chapter 11
KPA SAN ANTONIO, LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 20-5561251	)	
In re:	)	Chapter 11
KPA TYSONS CORNER RI, LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 20-5561327	)	
In re:	)	Chapter 11
KPA WASHINGTON DC, LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 20-5561164	)	
In re:	)	Chapter 11
KPA/GP FT. WALTON LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313743	)	

	)	
In re:	)	Chapter 11
	)	
KPA/GP LOUISVILLE (HI) LLC	)	Case No. 10-_____(____)
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313744	)	
	)	
In re:	)	Chapter 11
	)	
KPA/GP VALENCIA LLC	)	Case No. 10-_____(____)
	)	
Debtor.	)	
	)	
Tax I.D. No. 26-0639816	)	
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**DEBTORS’ MOTION FOR THE ENTRY OF AN ORDER  
DIRECTING JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

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Innkeepers USA Trust and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), file this motion (this “**Motion**”) for the entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) directing joint administration of their related Chapter 11 Cases (as defined herein) and (b) granting such other relief as is just and proper. In support of this Motion, the Debtors respectfully state as follows:<sup>1</sup>

**Jurisdiction**

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> Information regarding the Debtors’ business, the background of these Chapter 11 Cases (as defined herein), and further facts and circumstances supporting this Motion are set forth in the *Declaration of Dennis Craven, Chief Financial Officer of Innkeepers USA Trust, in Support of First-Day Pleadings* (the “**First Day Declaration**”), filed contemporaneously herewith.

3. The statutory bases for the relief requested herein are section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1015-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”).

**Relief Requested**

4. By this Motion, the Debtors seek entry of an order (a) directing joint administration of the Chapter 11 Cases for procedural purposes only and (b) granting such other relief as is just and proper. Specifically, the Debtors request that the Court maintain one file and one docket for all of the Chapter 11 Cases under the case of Innkeepers USA Trust and that the Chapter 11 Cases be administered under the caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

INNKEEPERS USA TRUST, *et al.*<sup>1</sup>

Debtors.

)  
) Chapter 11  
)

) Case No. 10-\_\_\_\_\_(\_\_\_\_)  
)

) Joint Administration Requested  
)

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: GP AC Sublessee LLC (5992); Grand Prix Addison (RI) LLC (3740); Grand Prix Addison (SS) LLC (3656); Grand Prix Albany LLC (3654); Grand Prix Altamonte LLC (3653); Grand Prix Anaheim Orange Lessee LLC (5925); Grand Prix Arlington LLC (3651); Grand Prix Atlanta (Peachtree Corners) LLC (3650); Grand Prix Atlanta LLC (3649); Grand Prix Atlantic City LLC (3648); Grand Prix Bellevue LLC (3645); Grand Prix Belmont LLC (3643); Grand Prix Binghamton LLC (3642); Grand Prix Bothell LLC (3641); Grand Prix Bulfinch LLC (3639); Grand Prix Campbell / San Jose LLC (3638); Grand Prix Cherry Hill LLC (3634); Grand Prix Chicago LLC (3633); Grand Prix Columbia LLC (3631); Grand Prix Denver LLC (3630); Grand Prix East Lansing LLC (3741); Grand Prix El Segundo LLC (3707); Grand Prix Englewood / Denver South LLC (3701); Grand Prix Fixed Lessee LLC (9979); Grand Prix Floating Lessee LLC (4290); Grand Prix Fremont LLC (3703); Grand Prix Ft. Lauderdale LLC (3705); Grand Prix Ft. Wayne LLC (3704); Grand Prix Gaithersburg LLC (3709); Grand Prix General Lessee LLC (9182); Grand Prix Germantown LLC (3711); Grand Prix Grand Rapids LLC (3713); Grand Prix Harrisburg LLC (3716); Grand Prix Holdings LLC (9317); Grand Prix Horsham LLC (3728); Grand Prix IHM, Inc. (7254); Grand Prix Indianapolis LLC (3719); Grand Prix Islandia LLC (3720); Grand Prix Las Colinas LLC (3722); Grand Prix Lexington LLC (3725); Grand Prix Livonia LLC (3730); Grand Prix Lombard LLC (3696); Grand Prix Louisville (RI) LLC (3700); Grand Prix Lynnwood LLC (3702); Grand Prix Mezz Borrower Fixed, LLC (0252); Grand Prix Mezz Borrower Floating, LLC (5924); Grand Prix Mezz Borrower Floating 2, LLC (9972); Grand Prix Mezz Borrower Term LLC (4285); Grand Prix Montvale LLC (3706); Grand Prix Morristown LLC (3738); Grand Prix Mountain View LLC (3737); Grand Prix Mt. Laurel LLC (3735); Grand Prix Naples LLC (3734); Grand Prix Ontario Lessee LLC (9976); Grand Prix Ontario LLC (3733); Grand Prix Portland LLC (3732); Grand Prix Richmond (Northwest) LLC (3731); Grand Prix Richmond LLC (3729); Grand Prix RIGG Lessee LLC (4960); Grand Prix RIMV Lessee LLC (4287); Grand Prix Rockville LLC (2496); Grand Prix Saddle River LLC (3726); Grand Prix San Jose LLC (3724); Grand Prix San Mateo LLC (3723); Grand Prix Schaumburg LLC (3721); Grand Prix Shelton LLC (3718); Grand Prix Sili I LLC (3714); Grand Prix Sili II LLC (3712); Grand Prix Term Lessee LLC (9180); Grand Prix Troy (Central) LLC (9061); Grand Prix Troy (SE) LLC (9062); Grand Prix Tukwila LLC (9063); Grand Prix West Palm Beach LLC (9065); Grand Prix Westchester LLC (3694); Grand Prix Willow Grove LLC (3697); Grand Prix Windsor LLC (3698); Grand Prix Woburn LLC (3699); Innkeepers Financial Corporation (0715); Innkeepers USA Limited Partnership (3956); Innkeepers USA Trust (3554); KPA HI Ontario LLC (6939); KPA HS Anaheim, LLC (0302); KPA Leaseco Holding Inc. (2887); KPA Leaseco, Inc. (7426); KPA RIGG, LLC (6706); KPA RIMV, LLC (6804); KPA San Antonio, LLC (1251); KPA Tysons Corner RI, LLC (1327); KPA Washington DC, LLC (1164); KPA/GP Ft. Walton LLC (3743); KPA/GP Louisville (HI) LLC (3744); KPA/GP Valencia LLC (9816). The location of the Debtors' corporate headquarters and the service address for their affiliates is: c/o Innkeepers USA, 340 Royal Poinciana Way, Suite 306, Palm Beach, Florida 33480.

5. The Debtors also request that an entry be made on the docket of each of the Debtors' Chapter 11 Cases, other than of Innkeepers USA Trust, to reflect the joint administration of the Chapter 11 Cases, that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York directing joint administration of the Chapter 11 Cases of: Innkeepers USA Trust; GP AC Sublessee LLC; Grand Prix Addison (RI) LLC; Grand Prix Addison (SS) LLC; Grand Prix Albany LLC; Grand Prix Altamonte LLC; Grand Prix Anaheim Orange Lessee LLC; Grand Prix Arlington LLC; Grand Prix Atlanta (Peachtree Corners) LLC; Grand Prix Atlanta LLC; Grand Prix Atlantic City LLC; Grand Prix Bellevue LLC; Grand Prix Belmont LLC; Grand Prix Binghamton LLC; Grand Prix Bothell LLC; Grand Prix Bulfinch LLC; Grand Prix Campbell / San Jose LLC; Grand Prix Cherry Hill LLC; Grand Prix Chicago LLC; Grand Prix Columbia LLC; Grand Prix Denver LLC; Grand Prix East Lansing LLC; Grand Prix El Segundo LLC; Grand Prix Englewood / Denver South LLC; Grand Prix Fixed Lessee LLC; Grand Prix Floating Lessee LLC; Grand Prix Fremont LLC; Grand Prix Ft. Lauderdale LLC; Grand Prix Ft. Wayne LLC; Grand Prix Gaithersburg LLC; Grand Prix General Lessee LLC; Grand Prix Germantown LLC; Grand Prix Grand Rapids LLC; Grand Prix Harrisburg LLC; Grand Prix Holdings LLC; Grand Prix Horsham LLC; Grand Prix IHM, Inc.; Grand Prix Indianapolis LLC; Grand Prix Islandia LLC; Grand Prix Las Colinas LLC; Grand Prix Lexington LLC; Grand Prix Livonia LLC; Grand Prix Lombard LLC; Grand Prix Louisville (RI) LLC; Grand Prix Lynnwood LLC; Grand Prix Mezz Borrower Fixed, LLC; Grand Prix Mezz Borrower Floating, LLC; Grand Prix Mezz Borrower Floating 2, LLC; Grand Prix Mezz Borrower Term LLC; Grand Prix Montvale LLC; Grand Prix Morristown LLC; Grand Prix Mountain View LLC; Grand Prix Mt. Laurel LLC; Grand Prix Naples LLC; Grand Prix Ontario Lessee LLC; Grand Prix Ontario LLC; Grand Prix Portland LLC; Grand Prix Richmond (Northwest) LLC; Grand Prix Richmond LLC; Grand Prix RIGG Lessee LLC; Grand Prix RIMV Lessee LLC; Grand Prix Rockville LLC; Grand Prix Saddle River LLC; Grand Prix San Jose LLC; Grand Prix San Mateo LLC; Grand Prix Schaumburg LLC; Grand Prix Shelton LLC; Grand Prix Sili I LLC; Grand Prix Sili II LLC; Grand Prix Term Lessee LLC; Grand Prix Troy (Central) LLC; Grand Prix Troy (SE) LLC; Grand Prix Tukwila LLC; Grand Prix West Palm Beach LLC; Grand Prix Westchester LLC; Grand Prix Willow Grove LLC; Grand Prix Windsor LLC; Grand Prix Woburn LLC; Innkeepers Financial Corporation; Innkeepers USA Limited Partnership; KPA HI Ontario LLC; KPA HS Anaheim, LLC; KPA Leaseco Holding Inc.; KPA Leaseco, Inc.; KPA RIGG, LLC; KPA RIMV, LLC; KPA San Antonio, LLC; KPA Tysons Corner RI, LLC; KPA Washington DC, LLC; KPA/GP Ft. Walton LLC; KPA/GP Louisville (HI) LLC; and KPA/GP Valencia

LLC. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 10-\_\_\_\_\_ (\_\_\_).

### **Background**

6. On the date hereof (the “**Petition Date**”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases, and no committees have been appointed or designated.

### **Basis for Relief**

7. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules authorize the Court to grant the relief requested herein.

8. Section 105(a) of the Bankruptcy Code also provides the Court with the power to grant the relief requested herein by the Debtors. Section 105(a) states that a bankruptcy court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].”

9. Joint administration is generally non-controversial, and courts in this and other jurisdictions routinely order joint administration in multiple related cases. *See, e.g., In re Neff Corp.*, Case No. 10-12610 (Bankr. S.D.N.Y. May 17, 2010); *In re Citadel Broad. Corp.*, Case No. 09-17442 (Bankr. S.D.N.Y. Dec. 21, 2009); *In re The Reader’s Digest Ass’n, Inc.*, Case No.



09-23529 (Bankr. S.D.N.Y. Aug. 25, 2009); *In re Lear Corp.*, Case No. 09-14326 (Bankr. S.D.N.Y. July 7, 2009); *In re ION Media Networks, Inc.*, Case No. 09-13125 (Bankr. S.D.N.Y. May 21, 2009); *In re Charter Commc'ns, Inc.*, Case No. 09-11435 (Bankr. S.D.N.Y. Mar. 30, 2009); *In re Chemtura Corp.*, Case No. 09-11233 (Bankr. S.D.N.Y. Mar. 19, 2009); *In re Tronox, Inc.*, Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 13, 2009).<sup>2</sup>

10. As set forth in the First Day Declaration, the 92 Debtor-entities in these Chapter 11 Cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code.

11. Given the integrated nature of the Debtors’ operations, joint administration of these Chapter 11 Cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders that will arise in these Chapter 11 Cases will affect each and every Debtor entity. The entry of an order directing joint administration of these Chapter 11 Cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), the Court, and all other parties in interest to monitor these Chapter 11 Cases with greater ease and efficiency.

12. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because the Motion requests only administrative, not substantive, consolidation of the estates. Parties in interest will not be harmed by the relief requested but, instead, will benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases. Accordingly, the Debtors submit that the joint administration of these Chapter 11 Cases is in the best interests of their estates, their creditors, and all other parties in interest.

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<sup>2</sup> Because of the voluminous nature of the orders cited herein, they are not attached to the Motion. Copies of these orders are available on request of the Debtors’ counsel.

### **Motion Practice**

13. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, the Debtors submit that this Motion satisfies Local Bankruptcy Rule 9013-1(a).

### **Notice**

14. The Debtors have provided notice of this Motion to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims; (c) the Debtors' prepetition secured lenders or, if known, their counsel; (d) counsel to the agent for the Debtors' proposed postpetition secured lenders; (e) counsel to Apollo Investment Corporation; (f) the parties to the Debtors' franchise agreements or, if known, their counsel; (g) the attorneys general for each of the States in which any of the Debtors conduct a substantial amount of its business operations; (h) the Internal Revenue Service; and (i) those parties who have formally filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

### **No Prior Request**

15. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems appropriate.

New York, New York  
Dated: July 19, 2010

/s/ Paul M. Basta

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Jennifer L. Marines  
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Proposed Counsel to the Debtors  
and Debtors in Possession

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR SOUTHERN DISTRICT OF NEW YORK**

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In re:

INNKEEPERS USA TRUST

Debtor.

Tax I.D. No. 41-6563554

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In re:

GP AC SUBLESSEE LLC

Debtor.

Tax I.D. No. 26-1925992

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In re:

GRAND PRIX ADDISON (RI) LLC

Debtor.

Tax I.D. No. 65-1313740

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In re:

GRAND PRIX ADDISON (SS) LLC

Debtor.

Tax I.D. No. 65-1313656

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) Chapter 11  
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) Chapter 11  
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) Case No. 10-\_\_\_\_\_(\_\_\_\_)  
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In re:	)	Chapter 11
	)	
GRAND PRIX ALBANY LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313654	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX ALTAMONTE LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313653	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX ANAHEIM ORANGE LESSEE LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 32-0205925	)	
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In re:	)	Chapter 11
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GRAND PRIX ARLINGTON LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1313651	)	
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In re:	)	Chapter 11
GRAND PRIX ATLANTA (PEACHTREE CORNERS) LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313650	)	
In re:	)	Chapter 11
GRAND PRIX ATLANTA LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313649	)	
In re:	)	Chapter 11
GRAND PRIX ATLANTIC CITY LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313648	)	
In re:	)	Chapter 11
GRAND PRIX BELLEVUE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313645	)	
In re:	)	Chapter 11
GRAND PRIX BELMONT LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313643	)	

In re:	)	Chapter 11
GRAND PRIX BINGHAMTON LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313642	)	
In re:	)	Chapter 11
GRAND PRIX BOTHELL LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313641	)	
In re:	)	Chapter 11
GRAND PRIX BULFINCH LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313639	)	
In re:	)	Chapter 11
GRAND PRIX CAMPBELL / SAN JOSE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313638	)	
In re:	)	Chapter 11
GRAND PRIX CHERRY HILL LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313634	)	



In re:	)	Chapter 11
GRAND PRIX CHICAGO LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313633	)	
In re:	)	Chapter 11
GRAND PRIX COLUMBIA LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313631	)	
In re:	)	Chapter 11
GRAND PRIX DENVER LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313630	)	
In re:	)	Chapter 11
GRAND PRIX EAST LANSING LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313741	)	
In re:	)	Chapter 11
GRAND PRIX EL SEGUNDO LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313707	)	

In re:	)	Chapter 11
GRAND PRIX ENGLEWOOD /	)	
DENVER SOUTH LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313701	)	
In re:	)	Chapter 11
GRAND PRIX FIXED LESSEE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 35-2299979	)	
In re:	)	Chapter 11
GRAND PRIX FLOATING LESSEE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 30-0424290	)	
In re:	)	Chapter 11
GRAND PRIX FREMONT LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313703	)	
In re:	)	Chapter 11
GRAND PRIX FT. LAUDERDALE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313705	)	

In re:	)	Chapter 11
GRAND PRIX FT. WAYNE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313704	)	
In re:	)	Chapter 11
GRAND PRIX GAITHERSBURG LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313709	)	
In re:	)	Chapter 11
GRAND PRIX GENERAL LESSEE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 38-3759182	)	
In re:	)	Chapter 11
GRAND PRIX GERMANTOWN LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313711	)	
In re:	)	Chapter 11
GRAND PRIX GRAND RAPIDS LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313713	)	

In re:	)	Chapter 11
GRAND PRIX HARRISBURG LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313716	)	
In re:	)	Chapter 11
GRAND PRIX HOLDINGS LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 41-2239317	)	
In re:	)	Chapter 11
GRAND PRIX HORSHAM LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313728	)	
In re:	)	Chapter 11
GRAND PRIX IHM, INC.	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1027254	)	
In re:	)	Chapter 11
GRAND PRIX INDIANAPOLIS LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313719	)	

In re:	)	Chapter 11
GRAND PRIX ISLANDIA LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313720	)	
In re:	)	Chapter 11
GRAND PRIX LAS COLINAS LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313722	)	
In re:	)	Chapter 11
GRAND PRIX LEXINGTON LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313725	)	
In re:	)	Chapter 11
GRAND PRIX LIVONIA LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313730	)	
In re:	)	Chapter 11
GRAND PRIX LOMBARD LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313696	)	

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In re:	)	Chapter 11
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GRAND PRIX LOUISVILLE (RI) LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313700	)	
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In re:	)	Chapter 11
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GRAND PRIX LYNNWOOD LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313702	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER FIXED, LLC	)	Case No. 10-_____( )
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Debtor.	)	
	)	
Tax I.D. No. 36-4610252	)	
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In re:	)	Chapter 11
	)	
GRAND PRIX MEZZ BORROWER FLOATING, LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
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Tax I.D. No. 32-0205924	)	
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In re:	)	Chapter 11
GRAND PRIX MEZZ BORROWER	)	Case No. 10-_____(____)
FLOATING 2, LLC	)	
Debtor.	)	
Tax I.D. No. 35-2299972	)	
In re:	)	Chapter 11
GRAND PRIX MEZZ BORROWER TERM LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 30-0424285	)	
In re:	)	Chapter 11
GRAND PRIX MONTVALE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313706	)	
In re:	)	Chapter 11
GRAND PRIX MORRISTOWN LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313738	)	
In re:	)	Chapter 11
GRAND PRIX MOUNTAIN VIEW LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313737	)	

In re:	)	
GRAND PRIX MT. LAUREL LLC	)	Chapter 11
Debtor.	)	
Tax I.D. No. 65-1313735	)	Case No. 10-_____( )
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In re:	)	Chapter 11
GRAND PRIX NAPLES LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313734	)	
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In re:	)	Chapter 11
GRAND PRIX ONTARIO LESSEE LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 35-2299976	)	
	)	
In re:	)	Chapter 11
GRAND PRIX ONTARIO LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313733	)	
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In re:	)	Chapter 11
GRAND PRIX PORTLAND LLC	)	
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 65-1313732	)	



In re:	)	Chapter 11
GRAND PRIX RICHMOND (NORTHWEST) LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313731	)	
In re:	)	Chapter 11
GRAND PRIX RICHMOND LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313729	)	
In re:	)	Chapter 11
GRAND PRIX RIGG LESSEE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 37-1544960	)	
In re:	)	Chapter 11
GRAND PRIX RIMV LESSEE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 30-0424287	)	
In re:	)	Chapter 11
GRAND PRIX ROCKVILLE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 26-0492496	)	

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In re:	)	Chapter 11
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GRAND PRIX SADDLE RIVER LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313726	)	
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In re:	)	Chapter 11
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GRAND PRIX SAN JOSE LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313724	)	
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In re:	)	Chapter 11
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GRAND PRIX SAN MATEO LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313723	)	
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In re:	)	Chapter 11
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GRAND PRIX SCHAUMBURG LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313721	)	
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In re:	)	Chapter 11
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GRAND PRIX SHELTON LLC	)	Case No. 10-_____( )
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Debtor.	)	
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Tax I.D. No. 65-1313718	)	
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In re:	)	
GRAND PRIX SILI I LLC	)	Chapter 11
Debtor.	)	Case No. 10-_____(____)
Tax I.D. No. 65-1313714	)	
In re:	)	Chapter 11
GRAND PRIX SILI II LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313712	)	
In re:	)	Chapter 11
GRAND PRIX TERM LESSEE LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 38-3759180	)	
In re:	)	Chapter 11
GRAND PRIX TROY (CENTRAL) LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 75-3249061	)	
In re:	)	Chapter 11
GRAND PRIX TROY (SE) LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 75-3249062	)	

In re:	)	
GRAND PRIX TUKWILA LLC	)	Chapter 11
Debtor.	)	Case No. 10-_____( )
Tax I.D. No. 75-3249063	)	
In re:	)	Chapter 11
GRAND PRIX WEST PALM BEACH LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 75-3249065	)	
In re:	)	Chapter 11
GRAND PRIX WESTCHESTER LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313694	)	
In re:	)	Chapter 11
GRAND PRIX WILLOW GROVE LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313697	)	
In re:	)	Chapter 11
GRAND PRIX WINDSOR LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313698	)	

In re:	)	Chapter 11
GRAND PRIX WOBURN LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-1313699	)	
In re:	)	Chapter 11
INNKEEPERS FINANCIAL CORPORATION	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 04-3750715	)	
In re:	)	Chapter 11
INNKEEPERS USA LIMITED PARTNERSHIP	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 65-0493956	)	
In re:	)	Chapter 11
KPA HI ONTARIO LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 20-5446939	)	
In re:	)	Chapter 11
KPA HS ANAHEIM, LLC	)	Case No. 10-_____(____)
Debtor.	)	
Tax I.D. No. 20-5410302	)	

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In re:	)	Chapter 11
	)	
KPA LEASECO HOLDING INC.	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-2162887	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
KPA LEASECO, INC.	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 65-1177426	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
KPA RIGG, LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-5446706	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
KPA RIMV, LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-5446804	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
KPA SAN ANTONIO, LLC	)	Case No. 10-_____( )
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-5561251	)	
<hr/>	)	

In re:	)	Chapter 11
KPA TYSONS CORNER RI, LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 20-5561327	)	
In re:	)	Chapter 11
KPA WASHINGTON DC, LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 20-5561164	)	
In re:	)	Chapter 11
KPA/GP FT. WALTON LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313743	)	
In re:	)	Chapter 11
KPA/GP LOUISVILLE (HI) LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 65-1313744	)	
In re:	)	Chapter 11
KPA/GP VALENCIA LLC	)	Case No. 10-_____( )
Debtor.	)	
Tax I.D. No. 26-0639816	)	

## ORDER DIRECTING JOINT ADMINISTRATION OF THESE CHAPTER 11 CASES

Upon the motion (the “**Motion**”)<sup>1</sup> of the Debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for the entry of an order (this “**Order**”), directing the joint administration of the Debtors’ related Chapter 11 Cases, all as more fully set forth in Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein before the Court (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted to the extent provided herein.
2. The above-captioned Chapter 11 Cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 10-\_\_\_\_\_ (\_\_\_).
3. The caption of the jointly administered cases shall read as follows:

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<sup>1</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

INNKEEPERS USA TRUST, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)

) Case No. 10-\_\_\_\_\_(\_\_\_\_)  
)

) Joint Administration Requested  
)

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: GP AC Sublessee LLC (5992); Grand Prix Addison (RI) LLC (3740); Grand Prix Addison (SS) LLC (3656); Grand Prix Albany LLC (3654); Grand Prix Altamonte LLC (3653); Grand Prix Anaheim Orange Lessee LLC (5925); Grand Prix Arlington LLC (3651); Grand Prix Atlanta (Peachtree Corners) LLC (3650); Grand Prix Atlanta LLC (3649); Grand Prix Atlantic City LLC (3648); Grand Prix Bellevue LLC (3645); Grand Prix Belmont LLC (3643); Grand Prix Binghamton LLC (3642); Grand Prix Bothell LLC (3641); Grand Prix Bulfinch LLC (3639); Grand Prix Campbell / San Jose LLC (3638); Grand Prix Cherry Hill LLC (3634); Grand Prix Chicago LLC (3633); Grand Prix Columbia LLC (3631); Grand Prix Denver LLC (3630); Grand Prix East Lansing LLC (3741); Grand Prix El Segundo LLC (3707); Grand Prix Englewood / Denver South LLC (3701); Grand Prix Fixed Lessee LLC (9979); Grand Prix Floating Lessee LLC (4290); Grand Prix Fremont LLC (3703); Grand Prix Ft. Lauderdale LLC (3705); Grand Prix Ft. Wayne LLC (3704); Grand Prix Gaithersburg LLC (3709); Grand Prix General Lessee LLC (9182); Grand Prix Germantown LLC (3711); Grand Prix Grand Rapids LLC (3713); Grand Prix Harrisburg LLC (3716); Grand Prix Holdings LLC (9317); Grand Prix Horsham LLC (3728); Grand Prix IHM, Inc. (7254); Grand Prix Indianapolis LLC (3719); Grand Prix Islandia LLC (3720); Grand Prix Las Colinas LLC (3722); Grand Prix Lexington LLC (3725); Grand Prix Livonia LLC (3730); Grand Prix Lombard LLC (3696); Grand Prix Louisville (RI) LLC (3700); Grand Prix Lynnwood LLC (3702); Grand Prix Mezz Borrower Fixed, LLC (0252); Grand Prix Mezz Borrower Floating, LLC (5924); Grand Prix Mezz Borrower Floating 2, LLC (9972); Grand Prix Mezz Borrower Term LLC (4285); Grand Prix Montvale LLC (3706); Grand Prix Morristown LLC (3738); Grand Prix Mountain View LLC (3737); Grand Prix Mt. Laurel LLC (3735); Grand Prix Naples LLC (3734); Grand Prix Ontario Lessee LLC (9976); Grand Prix Ontario LLC (3733); Grand Prix Portland LLC (3732); Grand Prix Richmond (Northwest) LLC (3731); Grand Prix Richmond LLC (3729); Grand Prix RIGG Lessee LLC (4960); Grand Prix RIMV Lessee LLC (4287); Grand Prix Rockville LLC (2496); Grand Prix Saddle River LLC (3726); Grand Prix San Jose LLC (3724); Grand Prix San Mateo LLC (3723); Grand Prix Schaumburg LLC (3721); Grand Prix Shelton LLC (3718); Grand Prix Sili I LLC (3714); Grand Prix Sili II LLC (3712); Grand Prix Term Lessee LLC (9180); Grand Prix Troy (Central) LLC (9061); Grand Prix Troy (SE) LLC (9062); Grand Prix Tukwila LLC (9063); Grand Prix West Palm Beach LLC (9065); Grand Prix Westchester LLC (3694); Grand Prix Willow Grove LLC (3697); Grand Prix Windsor LLC (3698); Grand Prix Woburn LLC (3699); Innkeepers Financial Corporation (0715); Innkeepers USA Limited Partnership (3956); Innkeepers USA Trust (3554); KPA HI Ontario LLC (6939); KPA HS Anaheim, LLC (0302); KPA Leaseco Holding Inc. (2887); KPA Leaseco, Inc. (7426); KPA RIGG, LLC (6706); KPA RIMV, LLC (6804); KPA San Antonio, LLC (1251); KPA Tysons Corner RI, LLC (1327); KPA Washington DC, LLC (1164); KPA/GP Ft. Walton LLC (3743); KPA/GP Louisville (HI) LLC (3744); KPA/GP Valencia LLC (9816). The location of the Debtors' corporate headquarters and the service address for their affiliates is: c/o Innkeepers USA, 340 Royal Poinciana Way, Suite 306, Palm Beach, Florida 33480.

4. An entry shall be made on the docket of each of the Debtors' Chapter 11 Cases, other than that of Innkeepers USA Trust, that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York directing joint administration of the Chapter 11 Cases of: Innkeepers USA Trust; GP AC Sublessee LLC; Grand Prix Addison (RI) LLC; Grand Prix Addison (SS) LLC; Grand Prix Albany LLC; Grand Prix Altamonte LLC; Grand Prix Anaheim Orange Lessee LLC; Grand Prix Arlington LLC; Grand Prix Atlanta (Peachtree Corners) LLC; Grand Prix Atlanta LLC; Grand Prix Atlantic City LLC; Grand Prix Bellevue LLC; Grand Prix Belmont LLC; Grand Prix Binghamton LLC; Grand Prix Bothell LLC; Grand Prix Bulfinch LLC; Grand Prix Campbell / San Jose LLC; Grand Prix Cherry Hill LLC; Grand Prix Chicago LLC; Grand Prix Columbia LLC; Grand Prix Denver LLC; Grand Prix East Lansing LLC; Grand Prix El Segundo LLC; Grand Prix Englewood / Denver South LLC; Grand Prix Fixed Lessee LLC; Grand Prix Floating Lessee LLC; Grand Prix Fremont LLC; Grand Prix Ft. Lauderdale LLC; Grand Prix Ft. Wayne LLC; Grand Prix Gaithersburg LLC; Grand Prix General Lessee LLC; Grand Prix Germantown LLC; Grand Prix Grand Rapids LLC; Grand Prix Harrisburg LLC; Grand Prix Holdings LLC; Grand Prix Horsham LLC; Grand Prix IHM, Inc.; Grand Prix Indianapolis LLC; Grand Prix Islandia LLC; Grand Prix Las Colinas LLC; Grand Prix Lexington LLC; Grand Prix Livonia LLC; Grand Prix Lombard LLC; Grand Prix Louisville (RI) LLC; Grand Prix Lynnwood LLC; Grand Prix Mezz Borrower Fixed, LLC; Grand Prix Mezz Borrower Floating, LLC; Grand Prix Mezz Borrower Floating 2, LLC; Grand Prix Mezz Borrower Term LLC; Grand Prix Montvale LLC; Grand Prix Morristown LLC; Grand Prix Mountain View LLC; Grand Prix Mt. Laurel LLC; Grand Prix Naples LLC; Grand Prix Ontario Lessee LLC; Grand Prix Ontario LLC; Grand Prix Portland LLC; Grand Prix Richmond (Northwest) LLC; Grand Prix Richmond LLC; Grand Prix RIGG Lessee LLC; Grand Prix RIMV Lessee LLC; Grand Prix Rockville LLC; Grand Prix Saddle River LLC; Grand Prix San Jose LLC; Grand Prix San Mateo LLC; Grand Prix Schaumburg LLC; Grand Prix Shelton LLC; Grand Prix Sili I LLC; Grand Prix Sili II LLC; Grand Prix Term Lessee LLC; Grand Prix Troy (Central) LLC; Grand Prix Troy (SE) LLC; Grand Prix Tukwila LLC; Grand Prix West Palm Beach LLC; Grand Prix Westchester LLC; Grand Prix Willow Grove LLC; Grand Prix Windsor LLC; Grand Prix Woburn LLC; Innkeepers Financial Corporation; Innkeepers USA Limited Partnership; KPA HI Ontario LLC; KPA HS Anaheim, LLC; KPA Leaseco Holding Inc.; KPA Leaseco, Inc.; KPA RIGG, LLC; KPA RIMV, LLC; KPA San Antonio, LLC; KPA Tysons Corner RI, LLC; KPA Washington DC, LLC; KPA/GP Ft. Walton LLC; KPA/GP Louisville (HI) LLC; and KPA/GP Valencia LLC. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 10-\_\_\_\_\_ (\_\_\_).

5. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of New York shall keep, one consolidated docket, one file, and one consolidated service list.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of these Chapter 11 Cases, and all entities rights are reserved with respect thereto.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

11. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York  
Date: \_\_\_\_\_ 2010

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United States Bankruptcy Judge